RECORDATION NO. 16117-B FILED

ALVORD AND ALVORD

ATTORNEYS AT LAW 1600 K STREET, NW

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266 FAX (202) 393-2156 OCT 2 0 '00

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SURFACE TRANSPORTATION BOARD

OF COUNSEL URBAN A. LESTER

October 20, 2000

ELIAS C. ALVORD (1942)

ELLSWORTH C. ALVORD (1964)

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of a Full Release and Termination of Security Agreement, dated as of October 19, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a full release and relates to the Security Agreement which was previously filed with the Commission under Recordation Number 16117.

The name and address of the party to the enclosed document are:

Secured Party:

Fleet National Bank

(Successor to the First

National Bank of Boston)

100 Federal Street Boston, MA 02110

[Debtor:

Helm Financial Corporation]

A description of the railroad equipment covered by the enclosed document is any and all railroad equipment covered by the Security Agreement

Mr. Vernon Williams October 20, 2000 Page Two

A short summary of the document to appear in the index follows:

Full Release and Termination of Security Agreement by Fleet National Bank on behalf of Helm Financial Corporation covering any and all railroad equipment covered by the Security Agreement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/anm Enclosures

CORDATION NO. 16/17-B FILED

FULL RELEASE AND TERMINATION OF

OCT 2 0 00

9-13PM

SURFACE TRANSPORTATION BOARD

SECURITY AGREEMENT UNDER RECORDATION NO. 16117

THIS FULL RELEASE AND TERMINATION is made as of this 19th day of October, 2000, by FLEET NATIONAL BANK ("Fleet"), as Agent for itself and certain other Lenders, as the successor in interest to THE FIRST NATIONAL BANK OF BOSTON.

WHEREAS, THE FIRST NATIONAL BANK OF BOSTON (as predecessor in interest to Fleet), as secured party, and Helm Financial Corporation, as debtor, entered into that certain Security Agreement dated as of December 30, 1988, recorded December 29, 1988 with the Surface Transportation Board under Recordation No. 16117;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, Fleet hereby terminates, releases and discharges the aforesaid Security Agreement and all of its interest in and to all railroad equipment covered by the aforesaid document.

IN WITNESS WHEREOF, the party hereto has executed this Full Release and Termination as of the day, month and year first hereinabove written.

FLEET NATIONA

Name: Mark R. Fawcett

BANK, as Agent

Title: Director

STATE OF MA)

COUNTY OF SUFFICE)

On this 19th day of October, 2000 before me personally appeared Mark R. Fawcett, to me personally known, who by me duly sworn, says that he is the Director of Fleet National Bank ("Bank"), that the foregoing instrument was signed on behalf of Bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of Bank.

In witness whereof, I have hereunto set my hand and official seal.

Notary Public

[SEAL]

My commission expires:

CUFFORD ESHER
Notary Public
Commonwealth of Massachusetts
My Commission Expires
January 19, 2007